

Graphics Properties Holdings, Inc.
Form 15-12B
November 19, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 001-10441

GRAPHICS PROPERTIES HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

525 University Ave.
Suite 220
Palo Alto, CA 94301
(650) 566-1274

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$0.01 per share
(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | |
|----------------------|----------------------------------|
| Rule 12g-4(a)(1) | <input type="radio"/> |
| Rule 12g-4(a)(2) | <input type="radio"/> |
| Rule 12h-3(b)(1)(i) | <input type="radio"/> |
| Rule 12h-3(b)(1)(ii) | <input type="radio"/> |
| Rule 15d-6 | <input checked="" type="radio"/> |

Approximate number of holders of record as of the certification or notice date: 100

Pursuant to the requirements of the Securities Exchange Act of 1934, Graphics Properties Holdings, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

GRAPHICS PROPERTIES HOLDINGS, INC.

Date: November 17, 2009

By: /s/ Barry Weinert
Barry Weinert
Chief Restructuring Officer

